

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

-----	x	
)	
IN RE: DIGITAL MUSIC)	MDL Docket No. 1780 (LAP)
ANTITRUST LITIGATION)	
)	
-----	x	

**NOTICE OF MOTION
TO DISMISS THE SECOND CONSOLIDATED AMENDED COMPLAINT AND TO
STRIKE PORTIONS OF THE SECOND CONSOLIDATED AMENDED COMPLAINT**

PLEASE TAKE NOTICE THAT, upon the annexed Declaration of Helena Almeida, dated July 30, 2007, the exhibits attached thereto, and the accompanying memoranda of law dated July 30, 2007, defendants Bertelsmann, Inc., SONY BMG Music Entertainment, Sony Corporation of America, Capitol Records, Inc. dba EMI Music North America, EMI Group North America, Inc., Capitol-EMI Music, Inc., Virgin Records America, Inc., Time Warner Inc., UMG Recordings, Inc. and Warner Music Group Corporation¹ hereby move this Court for an order (i) dismissing the Second Consolidated Amended Complaint in its entirety and with prejudice pursuant to Federal Rule of Civil Procedure 12(b)(6) and, in the alternative, (ii) striking portions of the Second Consolidated Amended Complaint pursuant to Federal Rule of Civil Procedure 12(f).

DATED: July 30, 2007

Respectfully submitted,

By /s/ Richard M. Steuer

Richard M. Steuer
Matthew S. Carrico
MAYER, BROWN, ROWE & MAW LLP

¹ All defendants join in the Joint Memorandum of Law in support of defendants' Motion to Dismiss and to Strike Portions of Plaintiffs' Second Consolidated Amended Complaint. Defendants Sony Corporation of America, Bertelsmann, Inc. and Time Warner Inc. also submit separate memoranda of law to address issues unique to those entities.

1675 Broadway
New York, New York 10019
(212) 506-2500
*Attorneys for Defendants Capitol Records, Inc. dba
EMI Music North America, EMI Group North
America, Inc., Capitol-EMI Music, Inc., and Virgin
Records America, Inc.*

By /s/ Joseph Kattan

Scott A. Edelman
GIBSON, DUNN & CRUTCHER LLP
2029 Century Park East
Los Angeles, California 90067-3026
(310) 552-8500

Joseph Kattan, PC
Georgia K. Winston
GIBSON, DUNN & CRUTCHER LLP
1050 Connecticut Ave., N.W.
Washington, District of Columbia 20036-5306
(202) 955-8500
*Attorneys for Defendants SONY BMG Music
Entertainment and Sony Corporation Of America*

By /s/ Peter T. Barbur

Peter T. Barbur
Rachel G. Skaistis
Diane M. Macina
CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000
Attorneys for Defendant Time Warner Inc.

By /s/ Glenn D. Pomerantz

Glenn D. Pomerantz
Kelly M. Klaus
Joshua P. Groban
MUNGER, TOLLES & OLSON LLP
355 South Grand Avenue, 35th Floor
Los Angeles, California 90071-1560
(213) 683-9100
Attorneys for Defendant UMG Recordings, Inc.

By /s/ Kenneth R. Logan

Kenneth R. Logan
Helena Almeida
SIMPSON THACHER & BARTLETT LLP
425 Lexington Ave.
New York, New York 10017-3954
(212) 455-2000
Attorneys for Defendant Warner Music Group Corp.

By /s/ Alan M. Wiseman

Alan M. Wiseman
Mark C. Schechter
Thomas Isaacson
HOWREY LLP
1299 Pennsylvania Avenue, N.W.
Washington, D.C. 20004-2402
(202) 783-0800
Attorneys for Defendant Bertelsmann, Inc.